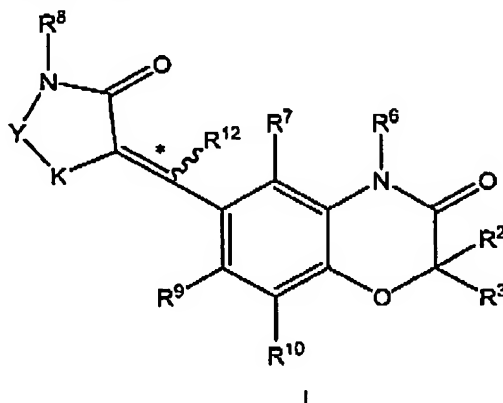


**Amendments to the Claims:**

This listing of claims will replace all prior versions and listings of claims in the application:

**Listing of Claims:**

1. (currently amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof;

wherein R<sup>2</sup> and R<sup>3</sup> are independently selected from H or -CH<sub>3</sub>,

wherein R<sup>6</sup> is selected from the group consisting of H, a C<sub>1-6</sub>alkyl, a -C(O)-C<sub>1-6</sub>alkyl, a C<sub>3-8</sub>cycloalkyl, a -C(O)-C<sub>1-3</sub>alkylene-C<sub>3-8</sub>cycloalkyl, a (C<sub>1-6</sub>alkyl)-C<sub>3-8</sub>cycloalkyl, a -O-CH<sub>2</sub>-C<sub>3-8</sub>cycloalkyl, a group of formula -A-B-L, and a group of formula -X-V-U-T,

wherein A is absent, or -O-,

wherein B is a C<sub>1-6</sub>alkylene,

wherein L is -OR<sup>24</sup>, -C(O)R<sup>24</sup>, -OC(O)R<sup>24</sup>, -C(O)OR<sup>24</sup>, -SO<sub>2</sub>-R<sup>24</sup>, -

NHC(O)R<sup>24</sup>, -NR<sup>24</sup>R<sup>26</sup>, -C(O)-NR<sup>24</sup>R<sup>26</sup>, -OC(O)NR<sup>24</sup>R<sup>26</sup>, -

NC(O)OR<sup>24</sup>, a 3- to 8-membered heterocycloalkyl, a 6- to 11-membered bicyclic heterocycloalkyl, a 6- to 9-membered bridged bicyclic heterocycloalkyl, a 5-membered heteroaryl, a 6-membered heteroaryl, an 8- to 12-membered bicyclic heteroaryl, a phenyl, a naphthalenyl or a 9- to 12-membered bicyclic aryl;

wherein R<sup>24</sup> and R<sup>26</sup> are independently selected from the group consisting of: a C<sub>1-6</sub>alkyl, phenyl, naphthalenyl or a 9- to 12-membered bicyclic aryl, a 5-membered heteroaryl, a 6-membered heteroaryl, an 8- to 12-membered bicyclic

- 2 -

Serial No. 10/730,680  
Conf. No. 5708

heteroaryl, a C<sub>1-6</sub>alkylene-phenyl, C<sub>1-6</sub>alkylene-naphthalenyl or a C<sub>1-6</sub>alkylene-(9- to 12-membered bicyclic aryl), a C<sub>1-6</sub>alkylene(5-membered heteroaryl), C<sub>1-6</sub>alkylene(6-membered heteroaryl), a C<sub>1-6</sub>alkylene(8- to 12-membered bicyclic heteroaryl), C<sub>1-6</sub>alkylene-(3- to 8-membered heterocycloalkyl), C<sub>1-6</sub>alkylene-(6- to 11-membered bicyclic heterocycloalkyl), C<sub>1-6</sub>alkylene-(6- to 9-membered bridged bicyclic heterocycloalkyl), and H;

wherein X is C<sub>1-3</sub> alkylene, -O-C<sub>1-3</sub> alkylene, -C<sub>1-3</sub>alkylene-CO-, -C<sub>1-3</sub>alkylene-C(O)O-, -C<sub>1-3</sub>alkylene-C(O)-CH<sub>2</sub>-, -C<sub>1-3</sub>alkylene-O-, -C<sub>1-3</sub>alkylene-S(O)-, -C<sub>1-3</sub>alkylene-S-, or -C<sub>1-3</sub>alkylene-SO<sub>2</sub>;

wherein V is a 9- to 12-membered bicyclic arylene, a naphthalenylene, a phenylene, a 5-membered heteroarylene, a 6-membered heteroarylene, an 8- to 12-membered bicyclic heteroarylene, a 3- to 8-membered heterocycloalkylene, a 6- to 11-membered bicyclic heterocycloalkylene, or a 6- to 9-membered bridged bicyclic heterocycloalkylene;

wherein U is -CO-, -O-, -CH<sub>2</sub>O-, a C<sub>1-3</sub> alkenylene, -(CH<sub>2</sub>)<sub>m</sub>-, -O-CH<sub>2</sub>-, NH-, or is absent,

wherein m is an integer from 1 to 3;

wherein T is a C<sub>3-8</sub>cycloalkyl, a 9- to 12-membered bicyclic aryl, a naphthalenyl, a phenyl, a 5-membered heteroarylene, a 6-membered heteroarylene, an 8- to 12-membered bicyclic heteroarylene, a piperiziny, a pyridinyl, a 3- to 8-membered heterocycloalkyl, a 6- to 11-membered bicyclic heterocycloalkyl, a 6- to 9-membered bridged bicyclic heterocycloalkyl, a piperidinyl, a morpholinyl, or an aza-spiro[5.5]undecyl;

wherein R<sup>7</sup> is H, F, CF<sub>3</sub>, or CH<sub>3</sub>;

wherein R<sup>8</sup> is H, -CH<sub>2</sub>COOH, phenyl, -CH<sub>3</sub>, a C<sub>1-6</sub>alkyl, or a C<sub>2-6</sub>alkenyl;

wherein Y is C(O), or C(S);

wherein K is NH, O, CH<sub>2</sub>, or S;

wherein R<sup>9</sup> is H, F, CF<sub>3</sub>, or CH<sub>3</sub>;

wherein R<sup>10</sup> is H, -O-C<sub>1-3</sub>alkyl, a C<sub>1-3</sub>alkyl, NO<sub>2</sub>, NR<sup>16</sup>R<sup>18</sup>, a S-C<sub>1-3</sub>alkyl, F or Cl,

wherein R<sup>16</sup> and R<sup>18</sup> are independently selected from the group consisting of: H and C<sub>1-3</sub>alkyl;

wherein R<sup>12</sup> is H, or C<sub>1-3</sub>alkyl; and

wherein the stereochemistry of the double bond denoted "\*" is E or Z.

2. (previously presented) The compound of Claim 1, wherein R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>12</sup> are H.
3. (original) The compound of Claim 2, wherein X is a C<sub>1-3</sub>alkylene, and V is a phenylene, naphthalenylene, or a 9- to 12-membered bicyclic arylene.
4. (original) The compound of Claim 2, wherein X is a C<sub>1-3</sub>alkylene, and V is a 5-membered heteroarylene, a 6-membered heteroarylene, or an 8- to 12-membered bicyclic heteroarylene.
5. (original) The compound of Claim 4, wherein V is selected from the group consisting of a 2-thienylene, a 3-thienylene, a 2-furanylene, a 3-furanylene, a pyrimidinylene and a pyridinylene.
6. (original) The compound of Claim 2, wherein A is absent, B is a C<sub>1-3</sub>alkylene, wherein L is a 5-membered heteroaryl, a 6-membered heteroaryl, an 8- to 12-membered bicyclic heteroaryl, a phenyl, a naphthalenyl or a 9- to 12-membered bicyclic aryl.
7. (original) The compound of Claim 6, wherein B is a C<sub>1-3</sub>alkylene and L is a phenyl.
8. (original) The compound of Claim 2, wherein K is S, Y is C(O), and R<sup>6</sup> is H.
9. (original) The compound of Claim 2, wherein K is S, Y is C(S), and R<sup>6</sup> is H.
10. (original) The compound of Claim 2, wherein K is NH, Y is C(O) and R<sup>6</sup> is H.
11. (original) The compound of Claim 2, wherein said compound is selected from the group consisting of:

4-(4-tert-Butyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

5-[4-(2,6-Di-tert-butyl-pyridin-4-ylmethyl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;

6-(Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4-[2-(4-trifluoromethyl-phenyl)-ethyl]-4H-benzo[1,4]oxazin-3-one;

4-(4-Methanesulfonyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

4-(3-tert-Butyl-5-hydroxymethyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

5-[4-(3,5-Di-tert-butyl-4-hydroxy-benzyl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;

5-[4-[4-(4-Methyl-piperazin-1-ylmethyl)-benzyl]-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;

4-Cyclohexylmethyl-6-(4-oxo-2-thioxo-oxazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

4-[3-tert-Butyl-5-(morpholine-4-carbonyl)-benzyl]-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

5-[1-[4-(3-tert-Butyl-5-morpholin-4-ylmethyl-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl]-meth-(Z)-ylidene]-thiazolidine-2,4-dione;

4-(3,5-Difluoro-4-hydroxy-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;

5-[4-(3-Chloro-4-fluoro-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-ylmethylene]-thiazolidine-2,4-dione; and

4-(1-tert-Butyl-5-methyl-1H-pyrazol-3-ylmethyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one.

12. (canceled)

13. (canceled)

14. (canceled)

15. (previously presented) The compound of Claim 1, wherein R<sup>10</sup> is methoxy, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.

16. (previously presented) The compound of Claim 1, wherein R<sup>10</sup> is methyl, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.
17. (previously presented) The compound of Claim 1, wherein R<sup>7</sup> and R<sup>10</sup> are methyl, and R<sup>2</sup>, R<sup>3</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.
18. (previously presented) The compound of Claim 1, wherein R<sup>10</sup> is chloro, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.
19. (previously presented) The compound of Claim 1, wherein R<sup>10</sup> is fluoro, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.
20. (original) The compound of Claim 19, wherein said compound is selected from the group consisting of:  
4-(3-Methanesulfonyl-benzyl)-6-[4-oxo-2-thioxo-thiazolidin-(5Z)-ylidenemethyl]-4H-benzo[1,4]oxazin-3-one;  
5-[1-{4-[3-tert-Butyl-5-(1-hydroxy-1-methyl-ethyl)-benzyl]-8-fluoro-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-meth-(Z)-ylidene]-thiazolidine-2,4-dione;  
8-Fluoro-4-[4-(1-hydroxy-1-methyl-ethyl)-benzyl]-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;  
5-[8-Fluoro-4-(4-fluoro-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-ylmethylene]-thiazolidine-2,4-dione;  
4-(3-Chloro-4-fluoro-benzyl)-8-fluoro-6-(4-oxo-2-thioxo-oxazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;  
8-Fluoro-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4-quinolin-6-ylmethyl-4H-1,4-benzoxazin-3-one; and  
4-(3,4-Dichloro-benzyl)-8-fluoro-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one.
21. (previously presented) The compound of Claim 1, wherein R<sup>2</sup> is methyl, and R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>12</sup> are H.
22. (canceled)
23. (canceled)

24. (canceled)

25. (canceled)

26. (canceled)

27. (canceled)

28. (canceled)

29. (canceled)

30. (original) A pharmaceutical composition comprising:  
a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically  
acceptable carrier.

31. (previously presented) A pharmaceutical composition comprising:  
a therapeutically effective amount of a compound of any one of Claims 1-11 or 15-21 and  
a pharmaceutically acceptable carrier.